

Exhibit 44

股票代碼：2442



美齊科技股份有限公司

九十四年度

年報

刊印日期：中華民國九十五年五月十五日

查詢本年報之網址：

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Stock Code: 2442



**2005
Annual Report**

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(二)董事、監察人、總經理、副總經理、協理、各部門及分支機構主管資料：

1 · 董事及監察人資料

95年04月11日

職稱	姓名	選任日期	任期	初次選任日期	選任時持有股份		現在持有股數		配偶、未成年子女現在持有股份		利用他人名義持有股份		主要經(學)歷		目前兼任其他公司之職務		具配偶或二親等以內關係之其他主管、董事或監察人		
					股數	持股比率	股數	持股比率	股數	持股比率	股數	持股比率					職稱	姓名	關係
董事長	林鎮源	93.12.31	三年	93.12.31	7,357,228	4.18%	44,857,228	17.94%	0	0	0	0%	碩士	中華映管(股)公司董事長/總經理	JERRY INVESTMENT：董事 JEFFREY INVESTMENT：董事 JEAN(M)：董事 坤輝科技實業股份有限公司：董事	監察人	JERRY LIN	父子	
董事兼任總經理	陳修乾	93.12.31	三年	93.12.31	0	0%	0	0%	0	0	0	0%	碩士	中華映管(股)公司副總經理	高創電子公司：董事 JEAN(M)：董事	無	—	—	
董事兼任副總經理	高輔投資(股)公司 法人代表：許張義	93.12.31	三年	86.06.29	20,598,845	11.70%	36,098,845	14.44%	0	0	0	0%	學士	七星輪胎公司業務經理	美齊光電公司：董事長 高創電子公司：董事長 高輔投資股份有限公司：監察人	無	—	—	
董事(獨立)	劉政林	93.12.31	三年	92.06.06	0	0%	0	0%	0	0	0	0%	碩士	東亞科技(股)公司董事長	東亞科技(股)公司：董事長 華晶科技股份有限公司： 獨立監察人 大甲興業股份有限公司：董事 東芯科技股份有限公司：董事 東雅電子股份有限公司： 法人董事代表人 映達連股份有限公司：董事	無	—	—	
董事(獨立)	姚崇誠	93.12.31	三年	93.12.31	0	0%	0	0%	4,261	0%	0	0%	學士	白砂電機總經理	廣運機械工程(股)公司：監察人	無	—	—	
監察人(獨立)	莊嘉福	93.12.31	三年	92.06.06	0	0%	0	0%	0	0	0	0%	學士	輝珂公司董事長	常田海鮮餐廳(股)公司：董事	無	—	—	
監察人	高美投資有限公司法人	93.12.31	三年	93.12.31	314,000	0.18%	21,314,000	8.53%	0	0	0	0%	學士	SOVNTA BABARA	無	董事	林鎮源	父子	

	代表： JERRY LIN											UNIVERSITY					
監察人	路呈麟	93.12.31	三年	92.06.06	850,000	0.48%	850,000	0.34%	0	0	0	0%	學士 高輔投資(股) 公司顧問	無	無	—	—

註 1： 原高創投資已於 95.02.27 變更名稱為高美投資。

法人股東之主要股東

95 年 04 月 30 日

法 人 股 東 名 稱	法 人 股 東 之 主 要 股 東
高輔投資(股)公司	溫惠中、黃肇東
高美投資有限公司	溫靜如

註 1： 原高創投資已於 95.02.27 變更名稱為高美投資。

美齊科技股份有限公司財務報表附註(續)

上述估計金融商品公平價值所使用之方法及假設如下：

- 1.短期投資如有市場價格可循時，則以市場價格為公平價值。若無市場價格可供參考時，則依財務或其他資訊估計公平價值。
- 2.長期股權投資：本公司採權益法評價之長期股權投資係投資非公開發行公司，因其未於公開市場交易，致於實務上無法估計其公平價值，而係以依持股比例計算之股權淨值為其公平價值。採成本法及成本與市價孰低法評價之長期投資以該市場價格為公平價值。
- 3.應付轉換公司債：本公司應付轉換公司債之帳面價值包括利息補償金，其公平價值以市價為準。

五、關係人交易

(一)關係人之名稱及關係

關係人名稱	與本公司之關係
JEAN(M)SDN.BHD. (JEAN-M 公司)	子公司
英屬維京群島 JEFFREY INVESTMENT LTD. (JEFFREY 公司)	子公司
高創(蘇州)電子有限公司(高創電子)	孫公司
中華映管股份有限公司(中華映管)	其董事長為本公司董事長二等親
美齊光電有限公司(美齊光電)	孫公司
林 鎮 源	本公司之董事長
高輔投資股份有限公司(高輔公司)	對本公司持股超過10%之股東

(二)與關係人之間之重大交易事項

1.銷貨及應收帳款

本公司民國九十四年及九十三年度對關係人之銷貨金額如下：

	94 年度		93 年度	
			佔本公司 銷貨淨額%	佔本公司 銷貨淨額%
	金額	淨額%	金額	淨額%
高創電子	\$ 117,993	-	276,209	-
美齊光電	<u>247,955,812</u>	<u>1.86</u>	<u>-</u>	<u>-</u>
	<u>\$ 248,073,805</u>	<u>1.86</u>	<u>276,209</u>	<u>-</u>

本公司對關係人美齊光電公司之銷貨，實際係由本公司向高創電子進貨後，再依成本轉售予美齊光電公司。

本公司銷售予關係人之收款期限，除美齊光電公司係月結120天外，餘與一般廠商交易條件尚無顯著不同。

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(II) Materials of directors, monitors, general managers, vice general managers, assistant managers and supervisors of individual departments and branches:
 1. Materials of directors and monitors

Apr. 11, 2006

Title	Name	Date of selection and appointment	Tenure	Time of initial selection and appointment	Shares held at selection and appointment		Shares held currently		Shares currently held by spouse / minor children		Shares held in the name of others		Major experiences (education background)	Position held concurrently at other companies	Other supervisors, directors and monitors that have spouse relationship or parent-child relationship			
					Number of shares	Shareholding ratio	Number of shares	Shareholding ratio	Number of shares	Shareholding ratio	Number of shares	Shareholding ratio			Title	Name	Relationship	
Chairman	Lin Zhenyuan	Dec. 31, 2004	3 yrs	Dec. 31, 2004	7,357,228	4.18%	44,857,228	17.94%	0	0	0	0%	Master	Chairman / General Manager of Chunghwa Picture Tubes Ltd.	JERRY INVESTMENT: Director JEFFREY INVESTMENT: Director JEAN (M): Director Unibright Chemical Co., Ltd.: Director	Monitor	JERRY LIN	Father-son
Chairman & President	Chen Xiuqian	Dec. 31, 2004	3 yrs	Dec. 31, 2004	0	0%	0	0%	0	0	0	0%	Master	Vice General Manager of Chunghwa Picture Tubes Ltd.	K-Tronics Technology Co., Ltd.: Director JEAN (M): Director	None	-	-
Chairman & Vice President	Legal representative of Gaofu Investment Co., Ltd.: Xu Zhangyi	Dec. 31, 2004	3 yrs	Jun. 29, 1997	20,598,845	11.70%	36,098,845	14.44%	0	0	0	0%	Bachelor	Business Manager of SEVEN STARS RUBBER CO., LTD.	JEAN OPTO-ELECTRONICS TECHNOLOGY CO., LTD.: Chairman K-Tronics Technology Co., Ltd.: Chairman Gaofu Investment Co., Ltd.: Monitor	None	-	-

Director (independ- ent)	Liu Zhenglin	Dec. 31, 2004	3 yrs	Jun. 6, 2003	0	0%	0	0%	0	0	0	0%	Mast- er	Chairman of Eastern Asia Technology Limited	Eastern Asia Technology Limited: Chairman Altek Corporation: Independent monitor Dajia Xingye Co., Ltd.: Director Dongxin Technology Co., Ltd.: Director Eastech Electronics (Taiwan) Inc.: Representative of juridical person directors Yingdalian Co., Ltd.: Director	None	-	-	
Director (independ- ent)	Yao Chongcheng	Dec. 31, 2004	3 yrs	Dec. 31, 2004	0	0%	0	0%	4,261	0	%	0	0%	Bach- elor	General Manager of Bai-Sha Electronics Co., Ltd.	Kenmec Mechanical Engineering Co., Ltd.: Monitor	None	-	-
Monitor (independ- ent)	Zhuang Jiafu	Dec. 31, 2004	3 yrs	Jun. 6, 2003	0	0%	0	0%	0	0	0	0%	Bach- elor	Chairman of Huike Co., Ltd.	Changtian Seafood Restaurant Co., Ltd.: Director	None	-	-	
Monitor	Legal representati- ve of Gaomei Investment Co., Ltd.: JERRY LIN	Dec. 31, 2004	3 yrs	Dec. 31, 2004	314,000	0.18%	21,314,000	8.53%	0	0	0	0%	Bach- elor	SOVNTA BABARA UNIVERSIT Y	None	Director	Lin Zhenyuan	Father-s on	
Monitor	Lu Chenglin	Dec. 31, 2004	3 yrs	Jun. 6, 2003	850,000	0.48%	850,000	0.34%	0	0	0	0%	Bach- elor	Consultant of Gaofu Investment Co., Ltd.	None	None	-	-	

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Note 1: The former K-tronics Investment was renamed Gaomei Investment on Feb. 27, 2006.

Principal Shareholders of Institutional Shareholders

Apr. 30, 2006

Name of institutional shareholder	Principal shareholder of institutional shareholder
Gaofu Investment Co., Ltd.	Wen Huizhong, Huang Zhaodong
Gaomei Investment Co., Ltd.	Wen Jingru

Note 1: The former K-tronics Investment was renamed Gaomei Investment on Feb. 27, 2006.

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The methods and assumptions described above for estimates of fair value of financial products are as follows:

1. For short-term investments if there are relevant market prices for reference, the market price shall be the fair value. In case of absence of market prices for reference, the fair value shall be estimated based on the financial or other information.
2. Long-term equity investments: The long-term equity investments estimated by the Company with the equity method are investments to non-public offering companies, as they are not traded in the open market, their fair value cannot be estimated in the practice, and the net fair value of equity calculated in accordance with the shareholding ratio shall be the fair value. For long-term investments estimated by using the cost method and the low-of-cost-or-market rule, the market price shall be the fair value.
3. Convertible bonds payable: the book value of the Company's convertible bonds payable includes the interest compensation, and the fair value shall be subject to the market value.

V. Related party transactions

(i) Related party name and relationship

Name of related party	Relationship with the Company
JEAN (M) SDN.BHD. (JEAN M)	Subsidiary of the Company
JEFFREY INVESTMENT LTD. (JEFFREY), the British Virgin Islands	Subsidiary of the Company
K-Tronics (Suzhou) Technology Co., Ltd. (K-Tronics)	Grandson company of the Company
Chunghwa Picture Tubes Ltd. (CPT)	Its Chairman has parent-child relationship with Chairman of the Company
JEAN OPTO-ELECTRONICS TECHNOLOGY CO., LTD. (JEAN OPTO-ELECTRONICS)	Grandson company of the Company
Lin Zhenyuan	Chairman of the Company
Gaofu Investment Co., Ltd. (Gaofu Ltd.)	Shareholder that holds more than 10% equity of the Company

(ii) Major transactions between related parties and the Company

1. Company Sales and receivables

The Company's sales amounts to related parties in 2005 and 2004 are as follows:

	2005		2004	
	Amount	Ratio to the Company's net sales (%)	Amount	Ratio to the Company's net sales (%)
K-Tronics	NT\$ 117,993	-	276,209	-
JEAN OPTO-ELECTRONICS	<u>247,955,812</u>	<u>1.86</u>	<u>-</u>	<u>-</u>
	<u>NT\$ 248,073,805</u>	<u>1.86</u>	<u>276,209</u>	<u>-</u>

In fact, for the sales to JEAN OPTO-ELECTRONICS, the Company bought the goods from K-Tronics and then sold the goods to JEAN OPTO-ELECTRONICS at cost.

As for the collection term of sales to the related parties, apart from JEAN OPTO-ELECTRONICS's monthly settlement within 120 days, there is no significant difference in terms of trade terms between the Company and other common firms.



December 19, 2014

Certification

Park IP Translations

This is to certify that the attached translation is, to the best of my knowledge and belief, a true and accurate translation from Chinese into English of the Jean annual report 2005.

A handwritten signature in black ink that reads "Sabrina Smith".

Sabrina Smith

Project Manager

Project Number: CRM_1412_011

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